

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

**T. ROWE PRICE TAX-FREE
HIGH YIELD FUND, INC., et al.,**

Plaintiffs

V.

KAREN M. SUGHRUE, et al.,

Defendants

Civil Action No: 04-11667-RGS
Consolidated into
Civil Action No: 05-10176

**DEFENDANTS' ASSENTED-TO MOTION TO EXTEND TIME TO
RESPOND TO T. ROWE PLAINTIFFS' MOTION TO VACATE DISMISSAL
AND MOTION FOR LEAVE TO FILE A SECOND AMENDED COMPLAINT**

Pursuant to Fed. R. Civ. P. 6(b), defendants Karen M. Sughrue, Garry L. Crago, Jean W. Childs, Paula Edwards Cochran, G. Stevens Davis, Jr., Julia B. DeMoss, William R. Dill, Leslie A. Ferlazzo, Joyce Shaffer Fleming, Eric W. Hayden, Catherine Chapin Kobacker, Anne Marcus, Celeste Reid, Richard J. Sheehan, Jr., Joseph Short, Gregory E. Thomas, Susan K. Turben, Donald W. Kiszka and Advest, Inc. (collectively “Defendants”) hereby move for an extension of time to respond to T. Rowe Plaintiffs’¹ Motion to Vacate Dismissal and Motion for Leave to File a Second Amended Complaint that were filed on October 20, 2006, to and including December 8, 2006. As grounds for this Motion, Defendants state as follows:

1. T. Rowe Plaintiffs’ Motion for Leave to File a Second Amended Complaint

attaches a 55-page proposed Second Amended Complaint that contains a broad array of

¹ The “T. Rowe Price Plaintiffs” are T. Rowe Price Tax-Free High Yield Fund, Inc., Smith Barney Income Funds/Smith Barney Municipal High Income Fund, Dryden National Municipals Fund, Inc., Lois and John Moore, and ACA Financial Guaranty Corporation. The plaintiffs in consolidated Civil Action No. 05-10176-RGS, Denise McKeown and Robert Lutts, have not moved to vacate the dismissal.

allegations that need to be addressed by the Defendants. Essentially, the Defendants will need to make arguments similar to those made on a motion to dismiss the Amended Complaint.

2. T. Rowe Plaintiffs' Motion to Vacate Dismissal, 19-page memorandum in support, and 4-page affidavit in support contain a variety of assertions and legal theories that also require a detailed response by the Defendants.

3. The T. Rowe Plaintiffs assent to this Motion.

CONCLUSION

The Defendants respectfully request that this Assented-To Motion to Extend Time to Respond to Motion to Vacate Dismissal and Motion for Leave to File a Second Amended Complaint be ALLOWED, and that the Defendants be granted until December 8, 2006, to respond to the motions.

Respectfully submitted,

KAREN M. SUGHRUE, GARRY L.
CRAGO, JEAN W. CHILDS, PAULA
EDWARDS COCHRAN, G. STEVENS
DAVIS, JR., JULIA B. DeMOSS,
WILLIAM R. DILL, LESLIE A.
FERLAZZO, JOYCE SHAFFER
FLEMING, ERIC W. HAYDEN,
CATHERINE CHAPIN KOBACKER,
ANNE MARCUS, CELESTE REID,
RICHARD J. SHEEHAN, JR., JOSEPH
SHORT, GREGORY E. THOMAS, SUSAN
K. TURBEN, AND DONALD W. KISZKA,

ADVEST, INC.,
By its attorneys,

/s/ Sarah Walters
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October 25, 2006

CERTIFICATION PURSUANT TO LOCAL RULE 7.1(A)(2)

I, Sarah E. Walters, certify that on October 25, 2006, I conferred with Michael Tabb, counsel to T. Rowe Plaintiffs, to resolve the issues raised by this Motion, and he stated that he assents to this Motion.

/s/ Sarah Walters
Sarah E. Walters

October 25, 2006

CERTIFICATE OF SERVICE

I, Sarah E. Walters, certify that on October 25, 2006 a copy of the foregoing Motion has been sent by electronic mail delivery to all counsel of record.

/s/ Sarah Walters
Sarah E. Walters